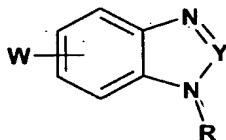


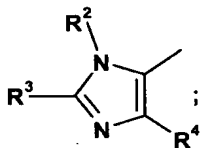
CLAIMS

1. A compound of Formula I:



I

where:



W is (i) ;

Y is N or C-R¹;

- 10 R is C₁-C₈ alkyl, C₃-C₆ cycloalkyl, (C₁-C₄ alkylene)-(C₃-C₆ cycloalkyl), phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R¹ is hydrogen, amino, or methyl;

R² is hydrogen, C₁-C₆ alkyl, or C₃-C₆ cycloalkyl;

- 15 R³ is hydrogen, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C₁-C₆ alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

- 20 R² and R³ taken together form either the group -(CH₂)ₙ- where n is 2 or 3 or the group -CH=CH-;

R⁴ is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl; provided that at least one of R² and R³ is hydrogen or methyl; or a pharmaceutically acceptable salt thereof.

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2. A compound of Claim 1, where Y is C-R¹ and R¹ is amino.

3. A compound of Claim 2, where R is C₁-C₈ alkyl.
4. A pharmaceutical formulation comprising a compound of any of
5 Claims 1-3 in combination with a pharmaceutically acceptable carrier, diluent or
excipient.
5. A compound of Claim 1, 2 or 3 for use as a medicament.
- 10 6. The use of a compound of any of Claims 1-3 for the manufacture
of a medicament for treating a disease or condition capable of being improved or
prevented by inhibition of p-38 kinase.
- 15 7. The use of a compound of any of Claims 1-3 for the manufacture
of a medicament for the treatment of susceptible neoplasms.